

# HELM

**LOCOMOTIVE LEASING**

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

**VIA AIR COURIER**

March 1, 1996

Ms. Mildred Lee  
Recordations Unit  
Surface Transportation Board  
Department of Transportation  
12th and Constitution Avenue, N.W.  
Washington, DC 20423

18735 - A  
4 1996 PM  
RECEIVED

Dear Ms. Lee:

Enclosed are two (2) originals of Assignment of Lease dated November 1, 1995 ("Assignment") between the following parties:

**Assignor:** Helm Locomotive Leasing Joint Venture  
One Embarcadero Center, Suite 3700  
San Francisco, CA 94111

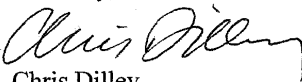
**Assignee:** Helm Financial Corporation  
One Embarcadero Center, Suite 3700  
San Francisco, CA 94111

The equipment involved in this transaction is as follows:

**Equipment:** Twenty-eight (28) GP38-2 locomotives bearing the reporting mark and numbers SP 4845-4872

Please file the Assignment as a supplementary document to Recordation No. 18735 and return one (1) endorsed original to my attention. The filing fee of \$21.00 is included in the enclosed cheque.

Sincerely,

  
Chris Dilley  
Administrative Assistant

/cd  
Enclosures

**SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20423-0001**

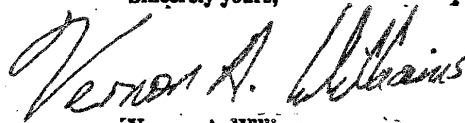
3/4/96

Chris Dilley  
Administrative Assistant  
Helm Financial Corporation  
One Embarcadero Center  
San Francisco, CA. 94111

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 3/4/96 at 4:35PM, and assigned recordation number(s). 19956, 17359-B, 18290-A, 18735-A, 18873-B, 19333-A and 19475-B.

Sincerely yours,

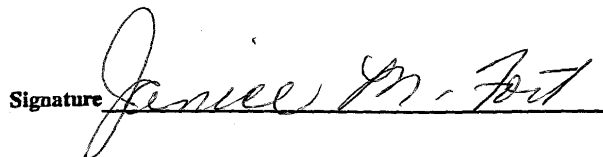


Vernon A. Williams  
Secretary

Enclosure(s)

\$ 147.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



8735 - A

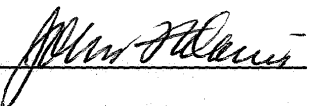
4 - 1996 4:55 PM

**ASSIGNMENT OF LEASE**

**FOR VALUE RECEIVED, HELM LOCOMOTIVE LEASING CORPORATION ("HLLC"),** as assignee of **HELM LOCOMOTIVE LEASING JOINT VENTURE ("HLLJV"),** a joint venture organized under the laws of the State of Michigan, with its principal place of business at One Embarcadero Center, Suite 3700, San Francisco, California 94111, hereby sets over, transfers and assigns to **HELM FINANCIAL CORPORATION ("Helm"),** a California corporation, with its principle place of business at One Embarcadero Center, Suite 3700, San Francisco, California 94111, all of its rights, title and interest in and to the twenty-eight (28) GP38-2 locomotives bearing the reporting mark and numbers SP 4845-4872 ("Units") and the Lease of Railroad Equipment dated as of January 17, 1994 ("Lease"), by and between HLLC and Southern Pacific Transportation Company.

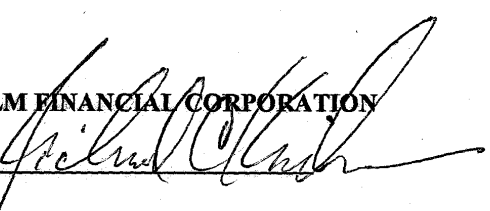
This Assignment shall be deemed to have become effective on the 1st day of November 1995.

**HELM LOCOMOTIVE LEASING CORPORATION**

By:   
Title: Senior Vice President, CFO

**ACCEPTANCE OF ASSIGNMENT OF LEASE**

Helm, as lessor, hereby accepts the foregoing Assignment of Lease and assumes and agrees to perform all of the terms, covenants, conditions, and provisions of such Lease which are therein provided to be observed and performed by Helm thereunder on and after the 1st day of November, 1995.

**HELM FINANCIAL CORPORATION**  
By:   
Title: President

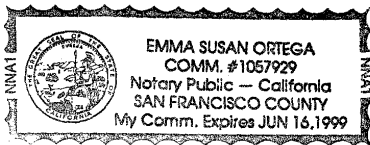
250

STATE OF CALIFORNIA )  
 ) s.s.  
COUNTY OF SAN FRANCISCO )

On Feb. 9, 1996, before me, Emma S. Ortega personally appeared John F. Dains, Senior Vice President, Finance of HELM LOCOMOTIVE LEASING CORPORATION,

☒ personally known to me -OR-

☐ proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



Witness my hand and official seal.

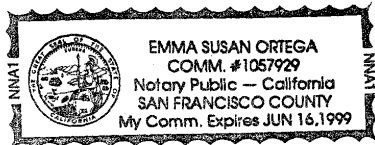
Emma Susan Ortega  
SIGNATURE OF THE NOTARY

STATE OF CALIFORNIA )  
 ) s.s.  
COUNTY OF SAN FRANCISCO )

On Feb. 9, 1996, before me, Emma S. Ortega personally appeared Richard C. Kirchner, President of HELM FINANCIAL CORPORATION,

☒ personally known to me -OR-

☐ proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



Witness my hand and official seal.

Emma Susan Ortega  
SIGNATURE OF THE NOTARY

*[Handwritten initials]*